



SIL/BSE/2019-2020

October 15, 2019

The General Manager,
Department of Corporate Services,
BSE Limited,
P. J. Towers, Dalal Street,
Mumbai - 400 001.

Company Code No.: 511076

Dear Sir,

Sub: Postal Ballot Notice - Disclosure under Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

With reference to captioned subject, we enclose herewith a copy of the Postal Ballot Notice dated October 15, 2019 ("Postal Ballot Notice") which is being sent to the Members of the Company alongwith postal ballot form for their approval.

The Postal Ballot Notice, along with other relevant documents, are being sent to all the shareholders whose names appear in the register of members/beneficial owners as on October 11, 2019 ("Cut-off date"), seeking their approval as set out in the Postal Ballot Notice.


The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its members. The voting through postal ballot and through e-voting will commence from Friday, October 18, 2019 (9:00 A.M. 1ST) and shall end on Saturday, November 16, 2019 (5:00 P.M. 1ST) (both days inclusive). The results of the postal ballot will be announced on or before Monday, November 18, 2019.

The copy of the Postal Ballot Notice will also be made available on the website of the Company i.e. www.satgroup.in

This is for your information and records.

Thanking you,

Yours faithfully,
For **SAT INDUSTRIES LIMITED**


Alka Premkumar Gupta
Company Secretary
M.No. A35442



SAT INDUSTRIES LIMITED

(CIN: L25199MH1984PLC034632)

Regd. Office: 121, B - Wing, Mittal Tower, Nariman point, Mumbai - 400 021.

Tel. +91 22 66107025 Fax: 91 22 66107027 • website: www.satgroup.in • e-mail: investor.relations@satgroup.in

POSTAL BALLOT NOTICE

PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

TO THE MEMBERS OF THE COMPANY

Notice pursuant to Section 110 of the Companies Act, 2013

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act") read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the Resolutions appended below are proposed to be passed as Special / Ordinary Resolutions by way of Postal Ballot/ e-Voting. The Explanatory Statement pertaining to the said Resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto along with a Postal Ballot Form (the "Form") for your consideration.

The Board of Directors has appointed Dr. S. K. Jain (Membership No. 1473), Proprietor of S. K. Jain & Co., Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. Members have the option to vote either by Postal Ballot or through e-voting. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed prepaid self-addressed Business Reply Envelope. Postal Ballot Form, if sent by courier or by registered post or speed post at the expense of the Member(s), will also be accepted.

The duly completed Postal Ballot Form should reach the Scrutinizer not later than by 5:00 p.m. (IST) on Saturday, November 16, 2019 to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member. Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section "General information and instructions relating to e-voting". References to postal ballot(s) in this Postal Ballot Notice include votes received electronically. The Scrutinizer will submit his report to the Director of the Company after completion of scrutiny of the postal ballots (including e-voting). The results shall be declared on or before Monday, November 18, 2019 and communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agents. The results will also be displayed on the Company's website www.satgroup.in

ITEM NO. 1: INCREASE IN AUTHORISED SHARE CAPITAL:

To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution :

"RESOLVED, pursuant section 61 and other applicable provisions, if any, of the Companies Act, 2013, **THAT** the Authorised Share Capital of the Company be increased from Rs. 22,00,00,000/- (Rupees Twenty-Two Crores only) divided into 11,00,00,000 (Eleven Crores) equity shares of Rs.2/- each to Rs. 23,00,00,000/- (Rupees Twenty Three Crores only) divided into 11,50,00,000 (Eleven Crores Fifty Lakhs) equity shares of Rs.2/- each by creation of 50,00,000 (Fifty Lakhs) new equity shares of Rs.2/- each and that such new equity shares will rank pari passu in all respect with the existing equity shares of the Company."

ITEM NO. 2: ALTERATION OF CLAUSE V OF THE MEMORANDUM OF ASSOCIATION CONSEQUENT UPON INCREASE IN AUTHORISED SHARE CAPITAL:

To consider and, if thought fit, to pass with or without modification (s) the following resolution as a Special Resolution :

"RESOLVED, pursuant to section 13 and all other applicable provisions, if any, of the Companies Act, 2013, That the existing clause V of the Memorandum of Association of the Company relating to share capital be and is hereby altered by deleting the same and substituting in its place and stead the following as new clause V.

V. The Authorised Share Capital of the Company is Rs. 23,00,00,000/- (Rupees Twenty Three Crores only) divided into 11,50,00,000 (Eleven Crores Fifty Lakhs) Equity Shares of Rs.2/- (Rupees Two only) each with power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being in several classes and attach thereto respectively such preferential or qualified rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and or vary, modify or abrogate any such rights, privileges or conditions or restrictions in such manner as may be permitted by the legislative provisions or by the Articles of Association of the Company for the time being in force."

ITEM NO. 3: PREFERENTIAL ISSUE OF WARRANTS:

To consider and, if thought fit to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to and in accordance with the provisions of section 42, 62(1) (c) and other applicable provisions, if any, of the Companies Act, 2013, and rules framed thereunder and all other applicable laws and regulations including the Foreign Exchange Management Act, 1999, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Reserve Bank of India Guidelines, the relevant provisions of the Memorandum and Articles of Association of the Company and the provisions of the Listing Agreements with the Stock Exchange, on which the equity shares of the Company are listed or may be hereafter be listed (including any amendments thereto or re-enactment of all or any of the aforesaid) and subject to all such approvals, permissions, sanctions and consents, if any, as may be required under the applicable laws and regulations and of concerned authorities, bodies and agencies and subject to such conditions

and modifications as may be prescribed by any of the above said authorities, bodies, agencies and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee thereof which the Board may have or may hereafter constitute, to which all or any of the powers hereby conferred on the Board by this Resolution, have been or may hereafter at any time be delegated), the consent, authority and approval of the Company be and is hereby accorded to the Board to create, offer, and allot 50,85,000 (Fifty Lakhs Eighty Five Thousand) Warrants of Rs. 2/- each (the Warrants) at a price of Rs. 29/- (Rupees Twenty Nine only) per warrant or such price as computed as per Chapter V of SEBI (ICDR) Regulations 2018, whichever is higher with a right attached thereto entitling the holder of the Warrants to apply for and subscribe within such time as may be fixed by the Board in one or more tranches, not exceeding 18 months from the date of allotment of warrants against payment in cash to one fully paid up Equity Share of Rs. 2/- each in the Share Capital of the Company in lieu of one warrant, to the following:

| S.No. | Name of proposed allottee | Identity | Permanent Account Number | Number of warrants |
|-------|---------------------------|--------------|--------------------------|--------------------|
| 01 | Mr. Yousuf Mohammed Kagzi | Non-Promoter | AGHPK7080R | 50,85,000 |

on such terms and conditions as may be determined by the Board in its absolute discretion; with power to settle details as to the form and terms of issue of the Warrants to the allottee mentioned hereinabove and all other terms, conditions and matters connected therewith including to accept any modification thereto or therein as may be required by persons involved with any such issue of warrants in accordance with all applicable laws and regulations as may be prevailing at the time; provided that the price of the Warrants so issued shall not be less than the price arrived at in accordance with provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendment or re-enactment thereof).

RESOLVED FURTHER THAT without prejudice to the generality of the above, the Relevant Date, being the date 30 days prior to the last date specified for receipt of duly completed postal ballot forms or e-voting is October 17, 2019 as prescribed under Regulations for Preferential Issues contained in chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendment or re-enactment thereof) and the aggregate par value of the Equity Shares so issued upon exercise of the rights attached to the Warrants referred to above shall not exceed Rs. 1,01,70,000/- (Rupees One Crore One Lakh Seventy Thousand only).

RESOLVED FURTHER THAT without prejudiced to the generality of the foregoing, the Board be and is hereby authorized to prescribe with respect to the aforesaid issue of the Warrants all or any of the terms or any combination of terms thereof in accordance with all applicable laws, bye-laws, rules, guidelines etc.

RESOLVED FURTHER THAT the Equity Shares issued pursuant to exercise of Warrants shall be subject to the Memorandum and Articles of Association of the Company and shall upon being so issued and allotted rank pari passu in all respects including dividend with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the new shares to be issued consequent upon the exercise of option attached with the Warrants to be listed on the Stock Exchange at which the shares are already listed.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and any offer, issue and allotment of above stated Warrants/ Equity Shares, the Board be and is hereby authorised to take all such actions, give all such directions and do all such acts, deeds and things as may be necessary, desirable or incidental thereto and matters connected therewith including without limitation to issue and sign all such documents, instruments and writings and to pay any fees, costs, charges and other outgoings in relation thereto and to settle all questions, to give such directions that may be necessary or arise in regard to or in connection with any such offer, issue or allotment of Warrants and utilization of the issue proceeds, as it may, in its absolute discretion, deem fit and any such action, decision or direction of the Board shall be binding on all members."

Registered Office :
121, B- Wing, Mittal Tower
Nariman Point, Mumbai - 400 021
Dated : 15.10.2019

By Order of the Board of Directors
Harikant Turgalia
Whole-time Director
DIN: 00049544

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of items no.1 to 3 of the Postal Ballot Notice as set out above is annexed hereto.
2. The Board of Directors has appointed Dr. S.K. Jain (Membership No. 1473), Proprietor of S. K. Jain & Co., Practicing Company Secretary, as the Scrutinizer, for conducting the postal ballot process, in a fair and transparent manner.
3. The Notice is being sent to all the Members, whose names appear in the Register of Members/List of Beneficial Owners, received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) as on 11.10.2019.
4. The resolutions, if passed by requisite majority, will be deemed to be passed on the last date specified for receipt of duly completed postal ballot forms or remote e-voting.
5. In compliance with provisions of Section 108 and 110 of the Act read with The Companies (Management and Administration) Rules, 2014, the Company is pleased to offer remote e-voting facility as an alternate, to all the Shareholders of the Company. For this purpose, the Company has entered into an agreement with CDSL for facilitating remote e-voting to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form. Remote E-voting is optional.

General information and instructions relating to e-voting

The instructions for shareholders voting electronically are as under:

The voting period begins on Friday, October 18, 2019 at 9.00 a.m. IST and ends on Saturday, November 16, 2019 at 5.00 p.m. During this period, members of the Company holding shares, either in physical form or in dematerialized form, as on the cut-off date i.e. October 11, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

1) In case of members receiving e-mail:

1. Log on to the e-voting website www.evotingindia.com
2. Click on "shareholders" tab.
3. Now Enter your applicable User ID, as under:
 - a. For CDSL: 16 digits beneficiary ID
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio No. registered with the Company.
4. Next enter the Image Verification code as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and cast your vote earlier for EVSN of any company, then your existing password is to be used.
6. If you are a first time user follow the steps given below:

| | For Members holding shares in Demat Form any Physical Form |
|--|---|
| PAN | Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two sequence number which is printed on the Postal Ballot Form indicated in the PAN field. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or Company, please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction iii. |

7. After entering these details appropriately, click on "SUBMIT" tab.
8. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for Resolutions of any other company on which they are eligible to vote, provided that company opts for remote e-voting through CDSL platform. It is strongly recommended that members should not share their password with any other person and take utmost care to keep their password confidential.
9. For Members holding shares in physical form, the details can be used only for remote e-voting on the Resolutions contained in this Notice.
10. Click on the EVSN of "SAT INDUSTRIES LIMITED".
11. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the respective Resolution and option NO implies that you dissent to the Resolution.
12. Click on the "Resolutions File Link" if you wish to view the entire Resolution details.
13. After selecting the Resolution if a member has decided to vote there on, click on "SUBMIT". A confirmation box will be displayed. If a member wishes to confirm his vote, click on "OK", else to change the vote, click on "CANCEL" and accordingly modify his vote.
14. Once a member "CONFIRM" his vote on the Resolution, he will not be allowed to change his vote.
15. A member can also take out print of the voting done by him/her by clicking on "Click here to print" option on the Voting page.
16. If the demat account holder has forgotten the changed password, then Enter the User ID and image verification code and click on Forgot Password & enter the details as prompted by the system.
17. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
18. For Non-Individual Members and Custodians:
 - a. Non-Individual members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - b. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to be mailed to helpdesk.evoting@cdslindia.com.
 - c. After receiving the login details a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) for which they wish to vote on.
 - d. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - e. A scanned copy of the Board Resolution and Power of Attorney (PoA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

2) In case of members receiving the physical copy:

- (A) User ID and Initial Password is provided in Postal Ballot Form
- (B) Please follow all steps from sl. no. 1 to 13 above to cast your vote.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at under help section or write an email to .
- (D) Kindly note that the shareholders can opt for only one mode of voting, i.e. either physical postal ballot or e-voting. If the shareholders are opting for e-voting, then do not vote by physical ballot also and vice-versa. However, in case shareholders cast their votes simultaneously by physical ballot and e-voting, then voting done through valid physical ballot only shall be considered valid and voting done by e-voting will be treated as invalid.

Annexure to Notice

Statement of Material Facts pursuant to section 102 (1) of the Companies Act, 2013

Item no. 1

The Company is in process of expanding its activities and also the activities of its subsidiaries and associates. The proposed activities will require additional capital. The existing authorised share capital is not sufficient to fund the proposed activities and requires an increase therein.

Accordingly the Company proposes to increase it to Rs. 23,00,00,000/- from Rs. 22,00,00,000/- by the creation of 50,00,000 equity shares of Rs. 2/- each. The increase in the authorised share capital requires the consent of the shareholders. The directors, therefore, recommend an ordinary resolution in this regard.

None of the directors or key managerial personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the above referred resolution.

Item no. 2

With the proposed increase in the Authorised Share Capital from Rs. 22,00,00,000/- to Rs. 23,00,00,000/- the clause V of the Memorandum of Association of the Company will require suitable amendments to reflect true positions.

The directors, therefore, recommend a special resolution in this regard set out at items no. 2 of the accompanying notice for the consent of the shareholders.

A copy of the Memorandum of Association of the Company together with the proposed alterations is available for inspection by the members of the Company at its Registered Office on all working days (except Saturday and Holidays) between 10:30 A.M. to 1:30 P.M. up to November 16, 2019 (i.e. Last date of receipt of the postal ballot or e-voting).

None of the Directors and the Manager, key managerial personnel or their relatives are concerned or interested, financial or otherwise in any way in passing of these resolution.

Item no. 3

The Company is engaged in the business of general trading of merchandise, leasing of assets and financing, Manufacturing of Stainless-Steel Flexible Hoses and Assemblies, manufacturing of flexible packaging, renting of equipment, education etc. through itself or through subsidiaries and associates. In order to expand its existing activities and activities of subsidiaries and associates more vigorously and increase its competitiveness in the domestic market as well as in international market needs to strengthen its financial position by augmenting long term resources. To further expand the activities of the Company including investment in other body corporate for acquiring majority stakes, the Company requires fund on long term basis. To raise the funds from the public by way of issue of further share capital is a time consuming and costlier looking to the size of the funds. In the circumstances the Board of Directors of the Company thought it prudent to create, offer and allot 50,85,000 Warrants on preferential basis to Mr. Yousuf Mohammed Kagzi, who will be entitled to apply and subscribe one equity share of Rs. 2/- each in the capital of the Company against one Warrant.

The warrants are proposed to be allotted at a price of Rs. 29/- (Rupees Twenty-Nine only) per warrant or such price as computed as per Chapter V of SEBI (ICDR) Regulations 2018, whichever is higher. Currently, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended provide that the issue of warrant convertible into equity shares on a preferential basis can be made at a price not less than the higher of the following:

The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on a recognized Stock Exchange during the 26 weeks preceding the relevant date ; OR the average of the weekly high and low of the volume weighted average price of the related equity shares quoted on recognized Stock Exchange during the two weeks preceding the relevant date.

The amount of the proposed issue will be utilized for the purpose of expansion, diversification, modernization, acquisition, amalgamation, investments (domestic or overseas), repayment of borrowings, debt, working capital, or any other corporate purpose as the Board may deem fit in its absolute discretion.

As per Section 62(1)(c) of the Companies Act, 2013 (as amended) read with Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014, and Regulation of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be applicable, a listed issuer is permitted to make a preferential issue of specified securities, if a special resolution has been passed by its members.

Accordingly, the approval of the members of the Company is being sought, by way of a special resolution, to create, offer, issue and allot, Warrants, by way of preferential allotment to the proposed allottee.

The relevant details / disclosures of the proposed issue are given below:

a) The Object of the Issue:

The object of the issue is making fund available for expansion, diversification, modernization, acquisition, amalgamation, investments (domestic or overseas), repayment of borrowings, debt, working capital or any other corporate purpose as the Board may deem fit in its absolute discretion.

b) Type and number of securities to be issued:

The resolutions set out in the accompanying notice authorize the Board to issue to Mr. Yousuf Mohammed Kagzi, 50,85,000 (Fifty Lakhs Eighty-Five Thousand) convertible Warrants on a preferential basis by way of private placement.

c) Intention of Promoters /Directors/Key Managerial persons to subscribe to the offer:

None of the Promoters/Directors /Key Managerial Persons has intention to subscribe the offer.

d) **Shareholding pattern before and after the issue:**

The total issued and paid up Equity Capital of the Company as of date this notice comprises of 10,80,00,000 Equity Shares of Rs. 2/- each. The shareholding pattern before and after the date of allotment (assuming all the warrants are fully exercised) is as follows:

| Category | Existing Shareholding pattern | | Subsequent to exercise of proposed warrants* | |
|---|-------------------------------|-----------------------|--|-------------------------|
| | No. of share held | % of existing capital | No. of share* | % of *increased capital |
| A. Promoter's holding | | | | |
| 1. Promoters | | | | |
| - Indian Promoters | 5,83,35,000 | 54.01 | 5,83,35,000 | 51.59 |
| - Foreign Promoters | 0 | 0 | 0 | 0 |
| 2. Person acting in concert | 0 | 0 | 0 | 0 |
| SUB-TOTAL | 5,83,35,000 | 54.01 | 5,83,35,000 | 51.59 |
| B. Non-Promoters holding | | | | |
| 3. Institutional Investors | 0 | 0 | 0 | 0 |
| a. Mutual Funds and UTI | 0 | 0 | 0 | 0 |
| b. Banks, Financial Institutions, | 500 | 0 | 500 | 0 |
| c. Insurance companies, | 0 | 0 | 0 | 0 |
| d. Govt. Institutions/ non-government Institution | 0 | 0 | 0 | 0 |
| f. FIIs | 0 | 0 | 0 | 0 |
| SUB-TOTAL | 500 | 0 | 500 | 0 |
| 4. Central Government/ State Government(s)/ President of India | 0 | 0 | 0 | 0 |
| 5. Others | | | | |
| a. Private Corporate Bodies | 2,06,49,399 | 19.12 | 2,06,49,399 | 18.26 |
| b. Directors and Relatives | 0 | 0 | 0 | 0 |
| b. Indian Public | 2,53,60,086 | 23.49 | 3,04,45,086 | 26.92 |
| c. NRIs/OCBs | 11,358 | 0.01 | 11,358 | 0.01 |
| d. (Clearing Members) | 7,149 | 0.00 | 7,149 | 0.01 |
| e. Hindu Undivided Family | 36,36,508 | 3.37 | 36,36,508 | 3.21 |
| SUB-TOTAL | 4,96,64,500 | 45.99 | 5,47,49,500 | 48.41 |
| GRAND TOTAL | 10,80,00,000 | 100.00 | 11,30,85,000 | 100.00 |

* - the figures in the shareholding pattern are based on the assumption that all the Warrants will be subscribed pursuant to the shareholders' resolution and all the said Warrants will be exercised / converted into equity shares. However, if any Warrants are not subscribed or exercised, the figures will change accordingly.

e) **Proposed time limit within which the allotment shall be complete:**

The allotment of Warrants shall be completed within 15 (Fifteen) days from the date of passing of the resolution by the members or within 15 days from the date of receipt of all requisite approvals from regulatory authorities / bodies, whichever is later.

f) **The identity of the proposed allottees and the % of post preferential issue capital that may be held by them**

| S. No. | Name | Category | Pre-Issue holding | | Subsequent to exercise of proposed warrants * | | |
|--------|---------------------------|--------------|-------------------|--------------|---|-----------------------|-----------|
| | | | No. of Shares | % of holding | No. of shares to be allotted | Holding No. of shares | % holding |
| 1. | Mr. Yousuf Mohammed Kagzi | NON PROMOTER | 0 | 0 | 50,85,000 | 50,85,000 | 4.50 |

*-on the assumption that all the Warrants will be subscribed pursuant to the shareholders' resolution and all the said Warrants will be exercised / converted into equity shares. However, if any Warrants are not subscribed or exercised, the figures will change accordingly.

g) **The identity of the natural persons who are the ultimate beneficial owners of the shares to be allotted and/or who ultimately control the proposed allottee:**

Mr. Yousuf Mohammed Kagzi

h) Change in control, if any, in the Company that would occur consequent to the preferential offer:

The existing promoters will continue to be in control of the Company and there will not be any change in management control of the Company as a result of the proposed preferential allotment.

i) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

This is the first preferential issue of securities by the Company during this financial year.

j) Lock-in Period:

The Warrants and the Equity Shares to be allotted upon exercise thereof shall be subject to lock-in as per Regulation 167 of the ICDR Regulations.

k) Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not applicable

l) Relevant Date with reference to which the price has been arrived at:

The 'Relevant Date' in terms of Regulation 161 of the ICDR Regulations, 2018, for determination of minimum price is Thursday, October 17, 2019, being a date, which is 30 (Thirty) days prior to the last date of receipt of the postal ballot or e-voting i.e. Saturday, November 16, 2019.

m) The price at which the allotment is proposed:

The warrants are proposed to be allotted at Rs. 29/- (Rupees Twenty-Nine only) per warrant or such price as computed as per Chapter V of SEBI (ICDR) Regulations 2018, whichever is higher.

n) Basis on which the price has been arrived at along with report of the registered valuer:

The price will be determined in accordance with Chapter V of the SEBI ICDR Regulations, 2018, and the report of the registered valuer as such is not applicable since the Company is a listed entity.

o) Auditors' Certificate:

The Auditors' Certificate for the issue price etc. and other relevant papers/ certificates are available for inspection by the members of the Company during the office hours from 10:30 A.M. to 1:30 P.M. on all working days (except Saturdays and holidays) at the registered office of the Company till November 16, 2019 (i.e. last date of receipt of the postal ballot or e-voting).

p) Undertaking:

In terms of the ICDR Regulations, the Company hereby undertakes that:

- i. It would re-compute the price of the Warrants or Equity Shares to be issued upon exercise of the Warrants in terms of the ICDR Regulations, where it is required to do so.
- ii. If the amount payable on re-computation of the price is not paid within the time stipulated in the ICDR Regulations, the Warrants / Equity Shares shall continue to be locked-in till the time such amount is paid by the proposed allottee.

The Company shall at all times comply with the minimum public shareholding requirements prescribed under the Securities Contracts (Regulation) Rules, 1957, as amended and Regulation 38 of the SEBI Listing Regulations.

p) Others:

- i. Save and except the Preferential Issue as proposed in the resolution at Item No.3 of the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the year; and
- ii. It is hereby confirmed that neither the Company nor any of its Promoters or Directors are willful defaulter.

Your Directors are of the view that the proposed issue and allotment will be in the benefit of the shareholders of the Company. The Board of directors recommends the resolution set out at item no. 3 of the accompanying notice for the approval of the Members.

None of the Directors and the Manager, key managerial personnel or their relatives are concerned or interested, financial or otherwise in any way in passing of the resolution.

Registered Office :
121, B- Wing, Mittal Tower
Nariman Point, Mumbai - 400 021
Dated : 15.10.2019

By Order of the Board of Directors
Harikant Turgalia
Whole-time Director
DIN: 00049544



SAT

